

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

FEDERAL HOME LOAN BANK OF
BOSTON,

Case No. 1:11-cv-10924-GAO

Plaintiff,

v.

FRANKS, et al.,

Defendants.

FEDERAL HOME LOAN BANK OF
BOSTON,

Case No. 1:11-cv-10952-GAO

Plaintiff,

v.

ALLY FINANCIAL INC. et al.,

Defendants.

**DECLARATION OF CAROL HEMPFLING PRATT IN SUPPORT OF PLAINTIFF'S
REPLY IN SUPPORT OF MOTION TO REMAND**

Pursuant to 28 U.S.C. § 1746, I, Carol Hempfling Pratt, declare under penalty of perjury under the laws of the United States of America that the following is true and correct:

1. I am over the age of eighteen and make this declaration based on my personal knowledge.
2. I am Senior Vice President/General Counsel of the Federal Home Loan Bank of Boston ("The Bank").
3. Each Federal Home Loan Bank ("FHLB") is a discrete commercial entity. Each FHLB makes its own decisions about litigation strategy.

4. The Bank has different shareholders, different directors, and different officers than do the Federal Home Loan Bank of Des Moines (“FHLB Des Moines”) and the Federal Home Loan Bank of Indianapolis (“FHLB Indianapolis”).

5. The Bank did not participate in *O'Connor Enter. Group v. Spindustry Sys. Inc.*, No. 4:09-CV-01483 (S.D. Tex.) or *FP-2000 Limited Dividend Dousing Ass'n Limited P'ship v. Sterling Bank and Trust*, No. 03-72542 (E.D. Mich.). The Bank made no effort to coordinate legal strategies with FHLB Des Moines or FHLB Indianapolis in either action and had no opportunity to protect its own interests in either action.

Executed in Boston, Massachusetts on August 5, 2011.

/s/ 
Carol Hempfling Pratt